IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION.

COMPANY PETITION No. 744 of 2006
CONNECTED WITH
CA No.984/06.

Hindustan Lever Limited. .. .. Petitioner/

Mr. Janak Dwarkadas with Harinder Toor i/b Crawford Bayley & Co. for Petitioner.

Mr. C. J. Joy with Parag Vyas i/b Pankaj Kapoor for the Regional Director.

CORAM : V.C. DAGA, J.

DATE : 9TH February, 2007.

P.C.

1] The present petition seeks sanction to a scheme of amalgamation between " Undertakings of Modern Food Industries (India) Limited" (hereinafter referred to as or "the Transferor No.1 Company" and "Nutrition Industries Limited" (hereinafter referred to as the "Transferor No.2 Company") (hereinafter collectively referred to as the "Transferor Companies"), with "Hindustan Lever Limited" (hereinafter referred to as "the Transferee Company" with effect from 1st October, 2006. The Scheme has been annexed to the petition. Salient features are to be found in the Scheme.

2. The latest financial position together with the copy of the balance sheet have also been annexed. According to the petitioners, for better and more

economic, as also efficient management and control and for optimistic growth it is necessary that the transferor companies are taken over by the Transferee Company.

3. The Regional Director, western Region, Ministry of Company Affairs, has filed an affidavit dated 8th February, 2007 and referring to the report of the Registrar of Companies stated that the scheme is not prejudicial to the interest of the shareholders and its Creditors.

4. This petition was ordered to be advertised in "Free Press Journal" and "Navshakti". Nobody has come forward to take objection to the Scheme of Amalgamation.

5. After perusing an affidavit of the Regional Director, I am satisfied that the Scheme is not prejudicial to the interest of Creditors, shareholders and the public at large and a case is made out for sanctioning the scheme.

6. In the result, the Company Petition is made absolute in terms of prayer clause (a) to (f), subject to payment of costs to the Regional Director quantified @ Rs. 2,500/-.

7. All concerned parties including Registrar of Companies to act on the ordinary copy of this order and Scheme annexed to the petition, duly authenticated by the Company Registrar, High Court.

Filing of drawn up order is dispensed with.

(V.C. DAGA,J)